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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
THE GREAT ATLANTIC & PACIFIC TEA : **Chapter 11**
COMPANY, INC., et al., : **Case No. 15-23007 (RDD)**
Debtors.¹ : **(Jointly Administered)**
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**SUPPLEMENT TO NOTICES OF OMNIBUS REJECTION
OF CERTAIN UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASES**

On August 13, 2015, the Court entered the *Amended Final Approving (I) Global Procedures for (A) Store Closings, (B) The Expedited Sale, Transfer, or Abandonment of De Minimis Assets, and (C) Rejecting Unexpired Nonresidential Real Property Leases, and (II)*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

Entry Into a Liquidation Consulting Agreement (ECF No. 546) (the “**Store Closing Procedures Order**”).²

On September 3, 2015, The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed a Rejection Notice for ten of the Initial Closing Store Leases (ECF No. 774) (the “**First Omnibus Rejection Notice**”).

On September 10, 2015, the Debtors filed a Rejection Notice for eight of the Initial Closing Store Leases (ECF No. 850) (the “**Second Omnibus Rejection Notice**”).

PLEASE TAKE NOTICE that, annexed hereto as **Exhibit “A”** is a proposed form of order granting the Debtors’ rejection of the unexpired leases and related subleases or licenses subject to the First Omnibus Rejection Notice, and annexed hereto as **Exhibit “B”** is a proposed form of order granting the Debtors’ rejection of the unexpired leases and related subleases or licenses subject to the Second Omnibus Rejection Notice.

Dated: September 15, 2015
New York, New York

/s/ Garrett A. Fail
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*Attorneys for the Debtors
And the Debtors in Possession*

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Store Closing Procedures Order.

EXHIBIT A

Proposed Order for First Omnibus Rejection Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	x
	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., et al.,	Chapter 11
	:
Debtors.¹	Case No. 15-23007 (RDD)
	:
	(Jointly Administered)
	:
	x

**ORDER PURSUANT TO 11 U.S.C. § 365, FED. R.
BANKR. P. 6006, AND LOCAL RULE 6006-1 APPROVING
REJECTION OF CERTAIN UNEXPIRED LEASES AND RELATED
SUBLEASES OF NONRESIDENTIAL REAL PROPERTY**

Pursuant to the *Amended Final Approving (I) Global Procedures for (A) Store Closings, (B) The Expedited Sale, Transfer, or Abandonment of De Minimis Assets, and (C) Rejecting Unexpired Nonresidential Real Property Leases, and (II) Entry Into a Liquidation Consulting Agreement* (ECF No. 546) (the “**Store Closing Procedures Order**”), the *Notice of Omnibus Rejection of Certain Unexpired Nonresidential Real Property Leases* (ECF No. 724) (the “**First Omnibus Rejection Notice**”), and the supplement thereto filed on September 15, 2015 (ECF No. __) (the “**Supplemental Rejection Notice**” and, together with the First Omnibus Rejection Notice, the “**Rejection Notice**”); and the Court having jurisdiction to consider the Motion and the relief requested therein accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.), consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having properly filed and served the Rejection Notice in accordance with the terms of the Store Closing Procedures Order with respect to the leases and related subleases or licenses listed on **Exhibit “1”** attached hereto (collectively, the “**Leases**”); and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and the Debtors having provided appropriate notice and the opportunity for a hearing under the circumstances and no other or further notice need be provided; and after due deliberation and cause appearing therefor, it is hereby

ORDERED that, pursuant to section 365 of the Bankruptcy Code, each of the Leases listed on **Exhibit “1”** attached hereto is hereby rejected by the Debtors with such rejection being effective as of September 14, 2015; and it is further

ORDERED that the deadline to file a proof of claim to assert any damage claim arising from the rejection of a Lease shall be the later of (a) the date fixed by this Court as the deadline to file general unsecured proofs of claim in these cases, or (b) thirty (30) days after entry of this Order; and it is further

ORDERED that, in the event that a Debtor is party to a sublease or license agreement identified on Exhibit 1 that has expired by its terms, the inclusion of such terminated agreement or contract on Exhibit 1 shall not operate to renew, revive or otherwise provide for the enforcement of the terms thereof, and shall not be deemed an admission by any Debtor that such contract or agreement is an executory contract or unexpired lease; and it is further

ORDERED that, notwithstanding Bankruptcy Rule 6004 or otherwise, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing.

ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: White Plains, New York
_____, 2015

United States Bankruptcy Judge

Exhibit 1

Schedule of Rejected Leases

DEBTOR ENTITY	REAL PROPERTY LEASE ADDRESS	STORE ID NUMBER	LANDLORD OR SUBTENANT/LICENSEE	REJECTION DATE
A&P Real Property, LLC	325 Route 35 Cliffwood, NJ 07721	70597	Basser-Kaufman of Matawan, L.L.C. (Landlord)	September 14, 2015
A&P Real Property, LLC	895 Paulison Avenue Clifton, NJ 07011	72185	Clifton Grocery Owners, LLC (Landlord)	September 14, 2015
A&P Real Property, LLC	2105 Philadelphia Pike Claymont, DE 19703	70562	C'PIA, L.L.C. (Landlord)	September 14, 2015
A&P Real Property, LLC	2105 Philadelphia Pike Claymont, DE 19703	70562	Wilmington Savings Fund Society, FSB (Subtenant)	September 14, 2015
A&P Real Property, LLC	1301 Skippack Pike Center Square, PA 19422	70314	Center Square Plaza Associates (Landlord)	September 14, 2015
A&P Real Property, LLC	1301 Skippack Pike Center Square, PA 19422	70314	M&J SHIP, LLC d/b/a UPS (Subtenant)	September 14, 2015
A&P Real Property, LLC	1301 Skippack Pike Center Square, PA 19422	70314	Manhattan Bagel Company, Inc. (Subtenant)	September 14, 2015
A&P Real Property, LLC	863 E. Baltimore Pike Kennett Square, PA 19348	70244	East Marlboro Associates (Landlord)	September 14, 2015
A&P Real Property, LLC	85 Franklin Mills Boulevard Philadelphia, PA 19154	76723	U.S. Bank National Association, as Trustee (Landlord)	September 14, 2015
A&P Real Property, LLC	200 South Best Avenue Walnutport, PA 18088	76363	Walnutport Associates (Landlord)	September 14, 2015
A&P Real Property, LLC	400-450 W. Swedesford Road Devon, PA 19312	76248	Echo Swedesford Associates, LP (Landlord)	September 14, 2015
A&P Real Property, LLC	3901 Lancaster Pike Wilmington, DE 19805	72589	Realty Income Wilmington Lancaster LLC (Landlord)	September 14, 2015
A&P Real Property, LLC	420 MacDade Boulevard Folsom, PA 19033	72567	Garnat Co. (Landlord)	September 14, 2015

DEBTOR ENTITY	REAL PROPERTY LEASE ADDRESS	STORE ID NUMBER	LANDLORD OR SUBTENANT/LICENSEE	REJECTION DATE
A&P Real Property, LLC	420 MacDade Boulevard Folsom, PA 19033	72567	Bank of America, N.A. (Licensee)	September 14, 2015

EXHIBIT B

Proposed Order for Second Omnibus Rejection Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	x
	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., et al.,	Chapter 11
	:
Debtors.¹	Case No. 15-23007 (RDD)
	:
	(Jointly Administered)
	:
	x

**ORDER PURSUANT TO 11 U.S.C. § 365, FED. R.
BANKR. P. 6006, AND LOCAL RULE 6006-1 APPROVING
REJECTION OF CERTAIN UNEXPIRED LEASES AND RELATED
SUBLEASES OR LICENSES OF NONRESIDENTIAL REAL PROPERTY**

Pursuant to the *Amended Final Approving (I) Global Procedures for (A) Store Closings, (B) The Expedited Sale, Transfer, or Abandonment of De Minimis Assets, and (C) Rejecting Unexpired Nonresidential Real Property Leases, and (II) Entry Into a Liquidation Consulting Agreement* (ECF No. 546) (the “**Store Closing Procedures Order**”), the *Notice of Omnibus Rejection of Certain Unexpired Nonresidential Real Property Leases* (ECF No. 724) (the “**Second Omnibus Rejection Notice**”), and the supplement thereto filed on September 15, 2015 (ECF No. __) (the “**Supplemental Rejection Notice**” and, together with the Second Omnibus Rejection Notice, the “**Rejection Notice**”); and the Court having jurisdiction to consider the Motion and the relief requested therein accordance with 28 U.S.C. §§ 157(a)-(b) and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.), consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having properly filed and served the Rejection Notice in accordance with the terms of the Store Closing Procedures Order with respect to the leases and related subleases or licenses listed on **Exhibit “1”** attached hereto (collectively, the “**Leases**”); and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and the Debtors having provided appropriate notice and the opportunity for a hearing under the circumstances and no other or further notice need be provided; and after due deliberation and cause appearing therefor, it is hereby

ORDERED that, pursuant to section 365 of the Bankruptcy Code, each of the Leases listed on Exhibit 1 attached hereto is hereby rejected by the Debtors with such rejection being effective as of the dates listed on Exhibit 1; and it is further

ORDERED that the deadline to file a proof of claim to assert any damage claim arising from the rejection of a Lease shall be the later of (a) the date fixed by this Court as the deadline to file general unsecured proofs of claim in these cases, or (b) thirty (30) days after entry of this Order; and it is further

ORDERED that, in the event that a Debtor is party to a sublease or license agreement identified on Exhibit 1 that has expired by its terms, the inclusion of such terminated agreement on Exhibit 1 shall not operate to renew, revive or otherwise provide for the enforcement of the terms thereof, and shall not be deemed an admission by any Debtor that such agreement is an executory contract or unexpired lease; and it is further

ORDERED that, notwithstanding Bankruptcy Rule 6004 or otherwise, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing.

ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: White Plains, New York
_____, 2015

United States Bankruptcy Judge

Exhibit 1

Schedule of Rejected Leases

DEBTOR ENTITY	REAL PROPERTY LEASE ADDRESS	STORE ID NUMBER	LANDLORD OR SUBTENANT/LICENSEE	REJECTION DATE⁵
A&P Real Property, LLC	1851 S. Christopher Columbus Blvd. Philadelphia, PA 19148	70726	Delaware 1851 Associates, L.P. (Landlord)	[September 28, 2015]
A&P Real Property, LLC	2101 Route 35 Holmdel, NJ 07733	70656	Holmdel Towne Center LLC (Landlord)	[September 28, 2015]
A&P Real Property, LLC	840 Cottman Ave. Philadelphia, PA 19111	72564	OLP-MCB Philly-Cottman, LP (Landlord)	[September 28, 2015]
A&P Real Property, LLC	115 Belmont Ave Belleville, NJ 07109	72128	Boiv Belleville MCB, LLC (Landlord)	[September 28, 2015]
A&P Real Property, LLC	115 Belmont Ave Belleville, NJ 07109	72128	Tri-City Laundry & Dry Cleaning Corp. (Subtenant)	[September 28, 2015]
A&P Real Property, LLC	85 Ackerman Avenue Clifton, NJ 07011	72175	Cliffpass SPE Corp. (Landlord)	[September 28, 2015]
A&P Real Property, LLC	85 Ackerman Avenue Clifton, NJ 07011	72175	Bank of America, N.A. (Licensee)	[September 28, 2015]
A&P Real Property, LLC	651 North Stiles Street Linden, NJ 07036	72512	Valley Circle Inc. (Landlord)	[September 28, 2015]
A&P Real Property, LLC	1043 US Highway 9 Old Bridge, NJ 08857	72581	Old Bridge Plaza Associates (Landlord)	[September 28, 2015]

⁵ In the event that the Debtors unequivocally surrender the leased premises in broom clean condition with all property that is not owned by the lease and sublease counterparty removed from the premises, including any and all hazardous (as such term is defined in any federal, state or local law, rule, regulation or ordinance) materials, before September 28, 2015, the Rejection Date shall be the date of such surrender and reflected in the order submitted for entry to the Court.

DEBTOR ENTITY	REAL PROPERTY LEASE ADDRESS	STORE ID NUMBER	LANDLORD OR SUBTENANT/LICENSEE	REJECTION DATE⁵
A&P Real Property, LLC	1043 US Highway 9 Old Bridge, NJ 08857	72581	New York Community Bank (Landlord)	[September 28, 2015]
A&P Real Property, LLC	1256 Indian Head Road Toms River, NJ 08755	72582	Indian Head Plaza Associates (Landlord)	[September 28, 2015]